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TAVENNER & BERAN, PLC

20 North Eighth Street, 2nd Floor

Lynn L. Tavenner, Esq. (VA Bar No. 30083)

Paula S. Beran, Esq. (VA Bar No. 34679)

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

	- X	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., et al.,	:	Case No. 08-35653 (KRH)
	:	
Debtors.	:	
	:	Jointly Administered

. - - - - - - - - - - - - - - - X

ORDER SUSTAINING LIQUIDATING TRUST'S FIRST OMNIBUS OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS, AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)

THIS MATTER having come before the Court¹ on the Liquidating Trust's First Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

- 1. The Objection is SUSTAINED.
- 2. The Claims identified on Exhibit A as attached hereto and incorporated herein are forever reduced for all purposes in these bankruptcy cases in the manner stated in Exhibit A.
- 3. The Claims identified on Exhibit B through Exhibit C as attached hereto and incorporated herein are forever disallowed in their entirety for all purposes in these bankruptcy cases.
 - 4. The Liquidating Trust hereby withdraws, without prejudice, the Objection

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

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solely with respect to the Claims identified on Exhibit D.

5. The Court will conduct a status conference on June 9, 2011 at 2:00 p.m.

for all Claims identified on Exhibit E attached hereto.

6. The Liquidating Trust's rights to object to any claim including (without

limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are

not waived and are expressly reserved.

7. The Liquidating Trust shall serve a copy of this Order on the claimants

included on the exhibits to this Order on or before five (5) business days from the entry of this

Order.

8. This Court shall retain jurisdiction to hear and determine all matters

arising from or relating to this Order.

Dated: Richmond, Virginia , 2011

HONORABLE KEVIN R. HUENNEKENS UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

__/s/ Paula S. Beran _

Lynn L. Tavenner (VA Bar No. 30083) Paula S. Beran (VA Bar No. 34679) 20 North Eighth Street, 2nd Floor Richmond, Virginia 23219 (804) 783-8300

- and -

PACHULSKI STANG ZIEHL & JONES LLP Jeffrey N. Pomerantz, Esq. Andrew W. Caine, Esq. 10100 Santa Monica Boulevard Los Angeles, California 90067-4100 (310) 277-6910

- and -

PACHULSKI STANG ZIEHL & JONES LLP Robert J. Feinstein, Esq. 780 Third Avenue, 36th Floor New York, New York 10017 (212) 561-7700

Counsel to the Circuit City Stores, Inc. Liquidating Trust

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Paula S. Beran_

Paula S. Beran

12304-003\DOCS_NY:24161v2

In re Circuit City Stores, Inc, et al Case No. 08-35653 (KRH) Exhibit A REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS

6		4		Dat	
6/29/2009	6/30/2009	4/29/2009	1/21/2009	Date Filed	
13924	13721	12496)80	Claim Number	
DEV Limited Partnership c/o William A. Gray Esq. & C Thomas Ebel Esq. Sands Anderson Marks & Miller PC 801 E. Main St. Ste. 1800	Crossroads Associates, Ltd. Kitchens Kelley Gaynes PC I 3495 Piedmont Road, NE Building 11, Suite 900 Atlanta, GA 30305	Crossroads Associates, Ltd. Kitchens Kelley Gaynes PC 12496 3495 Piedmont Road, NE Building 11, Suite 900 Atlanta, GA 30305	AIG Baker Hoover LLC Attn: Legal Dept. 1701 Lee Branch Ln Birmingham, AL 35242	Name & Address	BOOKS AND RECOR
				Additional Notice Address Claim Amount	BOOKS AND RECORDS CLAIMS TO BE REDUCED
\$29,983.21 (administrative)	\$138,689.04 (administrative)	\$800,610.75 (general unsecured)	\$117,924.24 (general unsecured)	Claim Amount	CED
Circuit City Stores, Inc.	Circuit City Stores, Inc.	Circuit City Stores, Inc.	Circuit City Stores, Inc.	Debtor	
\$22,922.85 (administrative)	\$48,809.89 (administrative)	\$744,530.69 (general unsecured)	\$108,494.61 (general unsecured)	Proposed Modified Claim	MODIFIED CLAIMS
Stores, Inc.	Circuit City Stores, Inc.	Circuit City Stores, Inc.	Circuit City Stores, Inc.	Debtor	LAIMS

	 1	×	æ	0	ш'	
Date Filed Claim		EDUCTION OF CERT	Exhibit A	Case No. 08-35653 (KRH	In re Circuit City Stores, Inc, et al	
Name & Address	BOOKS AND RECOR	REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS		H)	, Inc, et al	
Additional Notice Address Claim Amount Debtor	BOOKS AND RECORDS CLAIMS TO BE REDUCED	LAIMS				
Claim Amount	CED					
Debtor						
٣	_	1				

		BOOKS AND RECOR	BOOKS AND RECORDS CLAIMS TO BE REDUCED	CED		MODIFIED CLAIMS	AIMS
Date Filed	Claim	Name & Address	Additional Notice Address Claim Amount	m Amount	Debtor	Proposed Modified Claim	Debtor
4/14/2009	12180		OLP CCST Louis LLC c/o Michelle McMahon, Esq.	\$358,657.10 (general unsecured)	Circuit City Stores, Inc.	\$336,189.53 (general unsecured)	Circuit City Stores, Inc.
		rice &	1290 Avenue of the Americas New York, NY 10104				
6/29/2009	14425	Gravois Bluffs III, LLC		\$54,983.80 (administrative)	Circuit City Stores, Inc.	\$48,929.43 (administrative)	Circuit City Stores, Inc.
		Carmody MacDonald PC			otores, are:		, m.c.,
		St Louis, MO 63105					
6/29/2009	14427	Gravois Bluffs III, LLC		\$1,103,298.01	Circuit City	\$1,067,284.22 (general	Circuit City Stores Inc
		Carmody MacDonald PC		unsecured)	,		,
		120 S Central Ave Ste 1800 St Louis MO 63105					
		Kimco North Rivers 692 Inc					
		Attn Neil E Herman Esq					!
3/27/2009		11940 C o Morgan Lewis & Bockius		\$30,522.79 (administrative)	Stores, Inc.	\$5,200.92 (administrative)	Stores, Inc.
		101 Park Ave NY, NY 10178					
				\$803,620.76 (\$746,623.84 is general unsecured			
			Shelbaville Road Plaza I I C	and was			
		Liquidity Solutions Inc. (Transferee)	Attn Tommy Edwards Hagan Properties Inc	Shelbyville Road Plaza I.J.C to	Circuit City	\$742,026.84 (general unsecured)	Circuit City
4/30/2009	12812		12949 Shelbyville Rd Ste	Liquidity Solutions Inc.	Stores, Inc.		Stores, Inc.
		TIMONOTOMON, IN OTOOL	Louisville, KY 40243	and \$56,996.92 is		00 (amining name)	
			Meserch (f. 18	and was retained			
				by Shelbyville			

REDUCTION	OF CERTA	REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS	ROOKS AND RECORDS CLAIMS TO BE REDUCED	CED	, , , , , , , , , , , , , , , , , , ,
Date Filed	Claim Number	Name & Address	Additional Notice Address Claim Amount		Debtor
		RLV Village Plaza, LP			
		Kupelian, Ormond & Magy,		\$415,631.97); ;
4/29/2009	12593 P.C.	P.C.		(general	Stores Inc
		25800 Northwestern Highway,		unsecured)	omes, me.
		Suite 950			
		Southfield, MI 48075			
		Tutwiler Properties Ltd			
		c o Heather A Lee		\$617,811.66	Circuit City
1/30/2009	9643	9643 Burr & Forman LLP		(general	Stores Inc
		420 N 20th St Ste 3400		unsecured)	Stores, me.
		Birmingham, AL 35203			
		Valley View SC LLC			
		Attn Neil E Herman			
3/30/2009	12003	12003 c o Morgan Lewis & Bockius		\$37,714.71	Circuit City
010012000	1000	LLP		(administrative)	Stores, Inc.
		101 Park Ave			
					•

\$393,251.79 (general unsecured)

Circuit City Stores, Inc.

Proposed Modified Claim Debtor

MODIFIED CLAIMS

\$596,820.21 (general

Circuit City Stores, Inc.

unsecured)

\$8,282.96 (administrative)

Circuit City Stores, Inc.

In re Circuity City Stores, Inc, et al Case No. 08-35653 (KRH) Exhibit B INVALID CLAIMS TO BE EXPUNGED

		BOOKS AIND RECORDS CLAIMS TO BE EAT UNGED	S CLAIMS IU BE E	Aronged	1
Data Filed	Claim	Name & Address	Additional Notice	Claim Amount	Debtor
		Hagan Properties, Inc.			
		Eighth & Main Building			
1/15/2000	12101	707 E. Main Street, Suite		Unliquidated	Circuit City
1/13/2009	10101	1700		(administrative)	Stores, Inc.
		Richmond, VA 23218-			
		1558			
		Wells Fargo Bank, NA, as			
		Trustee for the Registered			
		Holders of CD 2006-CD2			
		Commercial Mortgage			
		Pass-Through Certificates			
		as Collateral Assignee of		I Indianidated	Circuit City
1/30/2009		8922 RLV Village Plaza LP		Ciniquidated	Stara Inc
		Mindy A. Mora, Esq.		(Selicial misecmed)	otores, mc.
		Bilzin, Sumberg, Baena,			
		Price & Axelrod, LLP			
		200 S. Biscayne Blvd.,			
		Suite 2500			
		Miami, FL 33131			

In re Circuit City Stores, Inc., et al. Case No. 08-35653 (KRH)
EXHIBIT C

AMENDED CLAIMS TO BE EXPUNGED

CL_	AIMS TO B	CLAIMS TO BE EXPUNGED				SURVIVI	SURVIVING CLAIM	
Date Filed	Claim	Name & Address	Additional	Claim Amount	Debtor	Surviving	Debtor	Face Amounts of
	Number		Notice Address	***		Claim		Surviving Claim
						Numbers		
6/26/2009	13633	Gravois Bluffs III LLC	G J Grewe Inc	\$73,908.76	Circuit City	14427	Circuit City	\$1,103,298.01
		John E Hilton	9109 Watson Rd	(general	Stores, Inc.		Stores, Inc.	(general unsecured)
		Carmody MacDonald PC	Ste 400	unsecured)				
		120 S Central Ste 1800	St Louis,					
		Clayton, MO 63105	MO 63126					
1/28/2009	7166	Thirty & 141 LP	Thirty & 141 LP	\$69,398.64	Circuit City	13633	Circuit City	\$73,908.76 (general
		John E. Hilton	GJ Grewe Inc.	(general	Stores, Inc.		Stores, Inc.	unsecured)
		120 S. Central Ave. Ste.	9109 Watson	unsecured)				**************************************
		1800	Rd. Ste. 400					
		St. Louis, MO 63105	St. Louis, MO			,		
			63126					

In re Circuit City Stores, et al. Case No. 08-35653 (KRH) Exhibit D Objections Withdrawn

Claim Holder	Claim	Exhibit
Acadia Realty Limited Partnership & Brighton Commercial LLC & Catellus Operating Limited Partnership & Cedar Development Ltd. Attn: Jennifer M. McLemore & Augustus C Epps Jr. & Michael D. Mueller Esq. & Noelle M. James Esq. c/o Christian & Barton 909 E. Main Ste. 1200 Richmond, VA 23219	13098	Exhibit E Invalid Claims to be Expunged
Buckhead Triangle LP c o Liquidity Solutions Inc One University Plz Ste 312 Hackensack, NJ 07601	10534	Exhibit F Late Filed Claims to be Expunged
GRI EQY Sparkleberry Square LLC Arthur L. Gallagher Vice President 1600 NE Miami Gardens Dr. North Miami Beach, FL 33179	14062	Exhibit E Invalid Claims to be Expunged
Gri Eqy Sparkleberry Square LLC Augustus C. Epps Jr. Esq. Christian & Barton LLP 909 E. Main St. Ste 1200 Richmond, VA 23219-3095	12759	Exhibit C Reduction of Certain Partially Invalid Claims
US 41 & I 285 Company Attn Neil E Herman Esq c o Morgan Lewis & Bockius LLP 101 Park Ave New York, NY 10178	8720	Exhibit C Reduction of Certain Partially Invalid Claims

In re Circuit City Stores, et al. Case No. 08-35653 (KRH)

Exhibit E

Alphaebtical Listing of Claims for Which Status Conference Will Take Place on June 9, 2011 at 2:00 p.m.

Claim Holder	Claim	Exhibit
Bank of America National Association Successor by Merger to LaSalle Bank National Association Attn Diane Schapiro c o Berkadia Commercial Mortgage LLC 700 N Pearl St Ste 2200 Dallas, TX 75201		Exhibit C Reduction of Certain Partially Invalid Claims
Capmark Finance Inc Keith M Aurzada & John C Leininger Bryan Cave LLP 2200 Ross Ave Ste 3300	14363	Exhibit E Invalid Claims to be Expunged
Carolina Pavilion Company c o Amy Pritchard Williams Esq K&L Gates LLP 214 N Tryon St Hearst Tower 47th Fl Charlotte, NC 28202	12915	Exhibit C Reduction of Certain Partially Invalid Claims
Carolina Pavilion Company c o Amy Pritchard Williams Esq K&L Gates LLP 214 N Tryon St Hearst Tower 47th Fl Charlotte, NC 28202	14137	Exhibit E Invalid Claims to be Expunged
Centro Properties Group ta Memphis Commons Memphis TN c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12560	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Memphis Commons Memphis TN c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12559	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Centro Properties Group ta Pensacola	Claiiii	LAMINAL
Square Pensacola FL		
c/o David L. Pollack		
Ballard Spahr Andrews & Ingersoll	12633	Exhibit E
	12033	Invalid Claims to be Expunged
LLP		
1735 Market St. 51st Fl.		
Philadelphia, PA 19103 Centro Properties Group ta Pensacola		
Square Pensacola FL		
		Exhibit C
c/o David L. Pollack	12625	Reduction of Certain Partially
Ballard Spahr Andrews & Ingersoll		Invalid Claims
LLP		
1735 Market St. 51st Fl.		
Philadelphia, PA 19103	0.400	
Centro Properties Group ta Sharpstown	8488	
Plaza Houston Tx		Exhibit C
c/o David L. Pollack		
Ballard Spahr Andrews & Ingersoll		Reduction of Certain Partially
LLP		Invalid Claims
1735 Market St. 51st. Fl.		
Philadelphia. PA 19103	0.401	
Centro Properties Group ta Sharpstown	8491	
Plaza Houston Tx		F 134 G
c/o David L. Pollack		Exhibit C
Ballard Spahr Andrews & Ingersoll		Reduction of Certain Partially
LLP		Invalid Claims
1735 Market St. 51st. Fl.		
Philadelphia, PA 19103		
CHK LLC		Partition C
Augustus C Epps Jr Esq	1 42 46	Exhibit C
Christian & Barton LLP	14346	Reduction of Certain Partially
909 E Main St Ste 1200		Invalid Claims
Richmond, VA 23219	000	
Circuit Investors #2 Ltd. A Texas	9037	
Partnership		
c/o Niclas A. Ferland, Esq.		Exhibit G
LeClairRyan, A Professional		Amended Claims to be Expunged
Corporation		, -
555 Long Wharf Drive, 8th Floor		
New Haven. CT 06511 Drexel Delaware Trust c o Midland		
Loan Services Inc a Delaware		
Corporation		Evhibit E
c o Katharine Battaia	12647	Exhibit E
Thompson and Knight LLP		Invalid Claims to be Expunged
1722 Routh St Ste 1500		
Dallas, TX 75201		

Claim Holder	Claim	Exhibit
Drexel Delaware Trust c/o Midland	Ciaini	EARIOIC
Loan Services Inc., a Delaware		
corporation		
c/o Katharine Battaia	14347	Exhibit E
Thompson and Knight LLP		Invalid Claims to be Expunged
1722 Routh St. Ste 1500	•	
Dallas, Tx 75201		
GECMC 2005 C2 South Lindbergh		
LLC (Transferee)		
c/o Mindy A. Mora, Esq.		Exhibit F
Bilzin Sumberg Baena Price & Axelrod	14420	Late Filed Claims to be Expunged
LLP		Date I fied Claims to be Expanged
200 S. Biscayne Blvd. Ste 2500		
Miami, FL 33131		
GECMC 2005-C2 CC Parent, LLC		
(Transferee)		
c/o Mindy A. Mora, Esq.		Exhibit F
Bilzin Sumberg Baena Price & Axelrod	14418	Late Filed Claims to be Expunged
LLP		
200 South Biscayne Blvd., Suite 2500		
Miami, FL 33131	14477	
Jefferson Mall Company II LLC	14477	Exhibit C
c/o Scott M. Shaw Esq.		Reduction of Certain Partially
Husch Blackwell Sanders LLP		Invalid Claims
2030 Hamilton Pl. Blvd. Ste. 150		
Chattanooga, TN 37421 Kimco North Rivers 692 Inc		
c o Morgan Lewis & Bockius LLP		Exhibit C
101 Park Ave	11923	Reduction of Certain Partially
NY, NY 10178		Invalid Claims
Midland Loan Services Inc		
c o Katharine Battaia		
Thompson and Knight LLP	12258	Exhibit E
1722 Routh St Ste 1500		Invalid Claims to be Expunged
Dallas, TX 75201		
Park National Bank	11749	
c/o Woods Rogers PLC, Attn: Richard		Exhibit G
C. Maxwell		Amended Claims to be Expunged
10 S. Jefferson Street, Suite 1400		Amended Claims to be Expunged
Roanoke, VA 24011		
Parker Central Plaza Ltd.	12761	
c/o Lynnette R. Warman		Exhibit C
Hunton & Williams LLP		Reduction of Certain Partially
1445 Ross Ave. Ste. 3700		Invalid Claims
Dallas, Tx 75202		

Claim Holder	Claim	Exhibit
Parker Central Plaza Ltd.	14389	
Henry Toby P. Long III & Thomas N.		
Jamerson		Exhibit C
Hunton & Williams LLP		Reduction of Certain Partially
Riverfront Plz E. Tower		Invalid Claims
951 E. Byrd St.		
Richmond, VA 23219-4074 Parker Central Plaza Ltd.		
Henry Toby P. Long III & Thomas N.		
Jamerson		
Hunton & Williams LLP	14389	Exhibit D Misclassified Claims
Riverfront Plz E. Tower	2.00	Misclassified Claims
951 E. Byrd St.		
I		
Richmond, VA 23219-4074 Saul Holdings Limited Partnership		
Matthew M. Moore & Stephen A Metz		
Esq		Exhibit C
Shulman Rogers Gandal Pordy & Ecker	13673	Reduction of Certain Partially
PA		Invalid Claims
11921 Rockville Pike 3rd Fl		
Rockville, MD 20852		
Saul Holdings Limited Partnership		
Stephen A Metz Esq		D 1711 G
Shulman Rogers Gandal Pordy & Ecker		Exhibit C
PA	12223	Reduction of Certain Partially
11921 Rockville Pike 3rd Fl		Invalid Claims
Rockville, MD 20852		
THF Chesterfield Two Development	12397	
LLC THF Clarksburg Development		
One LLC THF Harrisonburg Crossing		
LLC THF ONC Development LLC		Exhibit C
Stephan W. Milo		Reduction of Certain Partially
Wharton Aldhizer and Weaver PLC		Invalid Claims
125 S. Augusta St. Ste. 2000		
Staunton, VA 24401		
Staumon, VA 24401		
U.S. Bank National Association, as		
purchaser of assets of Park National		
Bank		Exhibit C
c/o Woods Rogers PLC, Attn: Richard	14707	Reduction of Certain Partially
C. Maxwell	14/9/	Invalid Claims
10 S. Jefferson Street		Invana Ciannis
Suite 1400		
Roanoke, VA 24011		
Valley View S. C. LLC		
Attn: Neil E. Herman		Exhibit C
c/o Morgan Lewis & Bockius LLP	11963	Reduction of Certain Partially
101 Park Ave.		Invalid Claims
New York, NY 10178		